

# OSTER

## Researching Services

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October 28, 2009

RECORDATION NO.

19155-15  
FILED

OCT 28 '09 -8 24 AM

...CE TRANSPORTATION BOARD

Ms. Anne Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment of Railcar Lease dated 10/23/09 including the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.  
dba Midwest Railcar Capital Equipment Company  
Investors Building, #700  
733 Marquette Avenue South  
Minneapolis, MN 55402

Assignor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, Illinois 62062

Equipment: 38, Hoppers  
DSIX 2758-2796

Please record this agreement as a secondary document to STB Recordation #19155. The filing fee of \$41 is enclosed. Thank you.

Summary: Memorandum of Assignment of Railcar Lease dated 10/23/09 between Wells Fargo Equipment Finance, Inc. dba Midwest Railcar Capital Equipment Co. as Assignee and Midwest Railcar Corporation as Assignor including 38 Hoppers within the series DSIX 2758-2796.

Sincerely,



Mary Ann Oster  
Research Consultant

RECORDATION NO. 19155-D FILED

OCT 28 '09 -8 24 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of October 23, 2009 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor, has leased to Schlumberger Technology Corporation (as successor-in-interest to Dowell Schlumberger Incorporated), as lessee (the "Lessee"), thirty-eight (38) covered hopper railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Lease of Railroad Equipment dated as of December 1, 1994 (as modified by that certain Extension Agreement dated as of December 19, 2007, each by and between Assignor, as successor lessor, and Lessee, as successor lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION  
as Assignor

By   
Richard M. Folio  
Executive Vice-President

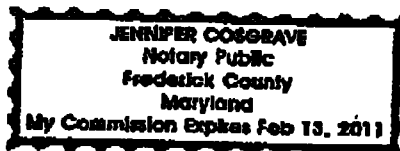
STATE OF Maryland  
COUNTY OF FREDERICK SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of FREDERICK this 23 day of OCTOBER, 2009 by Richard M. Folio, as the Executive Vice-President of Midwest Railcar Corporation, an Illinois corporation.

My commission expires: FEB 13, 2011

  
Notary Public

[Notarial Seal]



DESCRIPTION OF RAILCARS

Thirty-Eight (38) 1982-built ACP Hopper Cars bearing the following reporting marks and numbers:

1	DSLX 2758
2	DSLX 2759
3	DSLX 2760
4	DSLX 2761
5	DSLX 2762
6	DSLX 2763
7	DSLX 2764
8	DSLX 2765
9	DSLX 2766
10	DSLX 2767
11	DSLX 2768
12	DSLX 2769
13	DSLX 2770
14	DSLX 2771
15	DSLX 2772
16	DSLX 2773
17	DSLX 2774
18	DSLX 2775
19	DSLX 2776
20	DSLX 2777
21	DSLX 2778
22	DSLX 2779
23	DSLX 2780
24	DSLX 2781
25	DSLX 2782
26	DSLX 2783
27	DSLX 2784
28	DSLX 2785
29	DSLX 2786
30	DSLX 2787
31	DSLX 2788
32	DSLX 2789
33	DSLX 2790
34	DSLX 2791
35	DSLX 2792
36	DSLX 2793
37	DSLX 2795
38	DSLX 2796

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO EQUIPMENT FINANCE, INC.  
D/B/A MIDWEST RAILCAR CAPITAL  
EQUIPMENT COMPANY  
("Assignee")

By: Julie L. Milbrath (SEAL)  
Name: Julie L. Milbrath  
Title: Assistant Vice President

STATE OF Minnesota }  
COUNTY OF Hennepin } SS:



The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 26 day of April, 2009 by Julie L. Milbrath, as an Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota corporation.

My commission expires: 1-31-2010

Margaret J. Kiernan  
Notary Public

[Notarial Seal]

